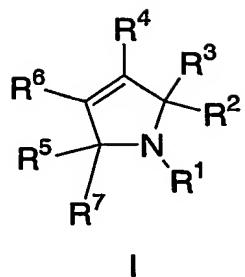


WHAT IS CLAIMED IS:**1. A compound of Formula I:**

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

- a is 0 or 1;
- b is 0 or 1;
- m is 0, 1, or 2;
- n is 0 or 1;
- r is 0 or 1;
- s is 0 or 1;

R¹ is selected from:

- 1) (C₁-C₆-alkylene)_n(C=O)C₁-C₁₀ alkyl,
- 2) (C₁-C₆-alkylene)_n(C=O)aryl,
- 3) (C₁-C₆-alkylene)_n(C=O)C₂-C₁₀ alkenyl,
- 4) (C₁-C₆-alkylene)_n(C=O)C₂-C₁₀ alkynyl,
- 5) (C₁-C₆-alkylene)_n(C=O)C₃-C₈ cycloalkyl,
- 6) (C₁-C₆-alkylene)_n(C=O)heterocyclyl,
- 7) (C₁-C₆-alkylene)_n(C=O)NR^cRC^c,
- 8) (C₁-C₆-alkylene)_nSO₂NR^cRC^c,
- 9) (C₁-C₆-alkylene)_nSO₂C₁-C₁₀ alkyl,
- 10) (C₁-C₆-alkylene)_nSO₂-aryl,
- 11) (C₁-C₆-alkylene)_nSO₂-heterocyclyl,
- 12) (C₁-C₆-alkylene)_nSO₂-C₃-C₈ cycloalkyl,

- 13) $(C_1\text{-}C_6\text{-alkylene})_n P(=O)R^d R^{d'}$,
- 14) aryl;
- 15) heterocyclyl;
- 16) $C_1\text{-}C_{10}$ alkyl;
- 17) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_1\text{-}C_{10}$ alkyl,
- 18) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-aryl}$,
- 19) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkenyl,
- 20) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkynyl,
- 21) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_3\text{-}C_8$ cycloalkyl,
- 22) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-heterocyclyl}$,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R10;

R² and R⁶ are independently selected from:

- 1) aryl,
- 2) $C_1\text{-}C_6$ aralkyl,
- 3) $C_3\text{-}C_8$ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R10;

R³ is selected from:

- 1) $C_1\text{-}C_{10}$ alkyl-O-Rg,
- 2) $C_2\text{-}C_{10}$ alkenyl-O-Rg,
- 3) $C_2\text{-}C_{10}$ alkynyl-O-Rg,
- 4) $(C_1\text{-}C_6\text{-alkylene})_n C_3\text{-}C_8$ cycloalkyl-O-Rg,
- 5) $C_1\text{-}C_{10}$ alkyl-(C=O)_b-NR^fR^{f'},
- 6) $C_2\text{-}C_{10}$ alkenyl-(C=O)_bNR^fR^{f'},
- 7) $C_2\text{-}C_{10}$ alkynyl-(C=O)_bNR^fR^{f'},
- 8) $(C_1\text{-}C_6\text{-alkylene})_n C_3\text{-}C_8$ cycloalkyl-(C=O)_bNR^fR^{f'},
- 9) $C_1\text{-}C_{10}$ alkyl-S(O)_m-Rg,
- 10) $C_2\text{-}C_{10}$ alkenyl-S(O)_m-Rg,
- 11) $C_2\text{-}C_{10}$ alkynyl-S(O)_m-Rg,
- 12) $(C_1\text{-}C_6\text{-alkylene})_n C_3\text{-}C_8$ cycloalkyl-S(O)_m-Rg,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R¹⁰;

R⁴ is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R⁵ and R⁷ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰; or

R⁵ and R⁷ are combined to form an oxo or a sulfoxo;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,

- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³, or
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R¹¹ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H, and
- 17) C(O)N(R^b)₂,

- 18) $S(O)_m R^a$, and
- 19) $S(O)_2 N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, (C_1-C_6)alkoxy, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

- 1) H,
- 2) $(C=O)O_b C_1-C_{10}$ alkyl,
- 3) $(C=O)O_b C_3-C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11} , or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

R^a is independently selected from: (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^{11} ;

R^b is independently selected from: H, (C_1-C_6)alkyl, aryl, heterocyclyl, (C_3-C_6)cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, $(C=O)$ aryl, $(C=O)$ heterocyclyl, $(C=O)NR^fR^f'$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^{11} ;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R¹¹; or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or

R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members in the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and

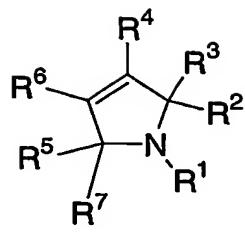
R^e is selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R¹¹;

R^f and R^{f'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^fR^{f'}, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R¹¹; or

R^f and R^{f'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^g is selected from: H, (C₁-C₆)alkyl, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂.

2. The compound according to Claim 1 of Formula I:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

- a is 0 or 1;
- b is 0 or 1;
- m is 0, 1, or 2;
- n is 0 or 1;
- r is 0 or 1;
- s is 0 or 1;

R¹ is selected from:

- 1) (C₁-C₆-alkylene)_n(C=O)C₁-C₁₀ alkyl,
- 2) (C₁-C₆-alkylene)_n(C=O)aryl,
- 3) (C₁-C₆-alkylene)_n(C=O)C₂-C₁₀ alkenyl,
- 4) (C₁-C₆-alkylene)_n(C=O)C₂-C₁₀ alkynyl,
- 5) (C₁-C₆-alkylene)_n(C=O)C₃-C₈ cycloalkyl,
- 6) (C₁-C₆-alkylene)_n(C=O)heterocyclyl,
- 7) (C₁-C₆-alkylene)_n(C=O)NRC_cRC_c',
- 8) (C₁-C₆-alkylene)_nSO₂NRC_cRC_c',
- 9) (C₁-C₆-alkylene)_nSO₂C₁-C₁₀ alkyl,
- 10) (C₁-C₆-alkylene)_nSO₂-aryl,
- 11) (C₁-C₆-alkylene)_nSO₂-heterocyclyl,
- 12) (C₁-C₆-alkylene)_nSO₂-C₃-C₈ cycloalkyl,
- 13) (C₁-C₆-alkylene)_nP(=O)R^dR^d',
- 14) aryl;
- 15) heterocyclyl;
- 16) C₁-C₁₀ alkyl;

- 17) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_1\text{-}C_{10}$ alkyl,
- 18) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-aryl},$
- 19) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkenyl,
- 20) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_2\text{-}C_{10}$ alkynyl,
- 21) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-}C_3\text{-}C_8$ cycloalkyl,
- 22) $(C_1\text{-}C_6\text{-alkylene})_n(C=O)O\text{-heterocyclyl},$

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R10;

R² and R⁶ are independently selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R10;

R³ is selected from:

- 1) C₁-C₁₀ alkyl-O-Rg,
- 2) C₂-C₁₀ alkenyl-O-Rg,
- 3) C₂-C₁₀ alkynyl-O-Rg,
- 4) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-O-Rg,
- 5) C₁-C₁₀ alkyl-(C=O)_b-NRfRf',
- 6) C₂-C₁₀ alkenyl-(C=O)_bNRfRf',
- 7) C₂-C₁₀ alkynyl-(C=O)_bNRfRf',
- 8) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-(C=O)_bNRfRf',
- 9) C₁-C₁₀ alkyl-S(O)_m-Rg,
- 10) C₂-C₁₀ alkenyl-S(O)_m-Rg,
- 11) C₂-C₁₀ alkynyl-S(O)_m-Rg,
- 12) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-S(O)_m-Rg,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R10;

R⁴ is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R⁵ and R⁷ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰; or

R⁵ and R⁷ are combined to form an oxo or a sulfoxo;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,

- 8) CN,
- 9) OH,
- 10) $O_bC_1-C_6$ perfluoroalkyl,
- 11) $O_a(C=O)_bNR^{12}R^{13}$,
- 12) $S(O)_mR^a$,
- 13) $S(O)_2NR^{12}R^{13}$,
- 14) oxo,
- 15) CHO,
- 16) $(N=O)R^{12}R^{13}$, or
- 17) $(C=O)_aO_bC_3-C_8$ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R11;

R11 is selected from:

- 1) $(C=O)_rOs(C_1-C_{10})alkyl$,
- 2) $O_r(C_1-C_3)perfluoroalkyl$,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) $(C_2-C_{10})alkenyl$,
- 8) $(C_2-C_{10})alkynyl$,
- 9) $(C=O)_rOs(C_3-C_6)cycloalkyl$,
- 10) $(C=O)_rOs(C_0-C_6)alkylene-aryl$,
- 11) $(C=O)_rOs(C_0-C_6)alkylene-heterocyclyl$,
- 12) $(C=O)_rOs(C_0-C_6)alkylene-N(R^b)_2$,
- 13) $C(O)R^a$,
- 14) $(C_0-C_6)alkylene-CO_2R^a$,
- 15) $C(O)H$,
- 16) $(C_0-C_6)alkylene-CO_2H$, and
- 17) $C(O)N(R^b)_2$,
- 18) $S(O)_mR^a$, and
- 19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R¹² and R¹³ are independently selected from:

- 1) H,
- 2) (C=O)ObC₁-C₁₀ alkyl,
- 3) (C=O)ObC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R¹¹;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^fR^f or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R¹¹;

R^c and R^c' are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R¹¹; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)\text{alkyl}$, $(C_1\text{-}C_6)\text{alkoxy}$ and NR^b_2 , or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e , O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ; and

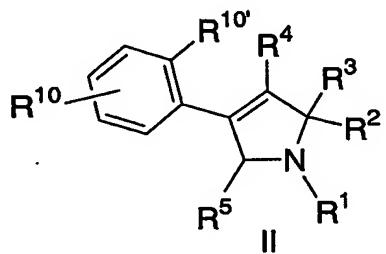
R^e is selected from: H and $(C_1\text{-}C_6)\text{alkyl}$, optionally substituted with one, two or three substituents selected from R^{11} ;

R^f and $R^{f'}$ are independently selected from: H, $(C_1\text{-}C_6)\text{alkyl}$, $-(C_1\text{-}C_6)\text{alkyl-OH}$, $-(C_1\text{-}C_6)\text{alkyl-O-}(C_1\text{-}C_6)\text{alkyl}$ and $-(C_1\text{-}C_6)\text{alkyl-N}(R^b)_2$, or

R^f and $R^{f'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

R^g is selected from: H, $(C_1\text{-}C_6)\text{alkyl}$, $-(C_1\text{-}C_6)\text{alkyl-OH}$, $-(C_1\text{-}C_6)\text{alkyl-O-}(C_1\text{-}C_6)\text{alkyl}$ and $-(C_1\text{-}C_6)\text{alkyl-N}(R^b)_2$.

3. The compound according to Claim 2 of Formula II:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R¹ is selected from:

- 1) (C=O)C₁-C₁₀ alkyl,
- 2) (C=O)aryl,
- 3) (C=O)C₂-C₁₀ alkenyl,
- 4) (C=O)C₂-C₁₀ alkynyl,
- 5) (C=O)C₃-C₈ cycloalkyl,
- 6) (C=O)heterocyclyl,
- 7) (C=O)NR^cRC^c,
- 8) SO₂NR^cRC^c,
- 9) SO₂C₁-C₁₀ alkyl,
- 10) SO₂-aryl,
- 11) SO₂-heterocyclyl,
- 12) SO₂-C₃-C₈ cycloalkyl, and
- 13) P(=O)R^dRD^d,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² is selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R³ is selected from:

- 1) C₁-C₁₀ alkyl-O-Rg,

- 2) C₃-C₈ cycloalkyl-O-Rg,
- 3) C₁-C₁₀ alkyl- NR'_fRf',
- 4) C₃-C₈ cycloalkyl- NR'_fRf',

said alkyl and cycloalkyl are optionally substituted with one or more substituents selected from R¹⁰;

R⁴ and R⁵ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,

- 16) $(N=O)R^{12}R^{13}$, or
- 17) $(C=O)_aObC_3-C_8$ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R11;

R10' is halogen;

R11 is selected from:

- 1) $(C=O)_rOs(C_1-C_{10})$ alkyl,
- 2) $Or(C_1-C_3)$ perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C_2-C_{10}) alkenyl,
- 8) (C_2-C_{10}) alkynyl,
- 9) $(C=O)_rOs(C_3-C_6)$ cycloalkyl,
- 10) $(C=O)_rOs(C_0-C_6)$ alkylene-aryl,
- 11) $(C=O)_rOs(C_0-C_6)$ alkylene-heterocyclyl,
- 12) $(C=O)_rOs(C_0-C_6)$ alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C_0-C_6) alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C_0-C_6) alkylene-CO₂H, and
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a, and
- 19) S(O)₂N(R^b)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R12 and R13 are independently selected from:

- 1) H,
- 2) $(C=O)ObC_1-C_{10}$ alkyl,

- 3) $(C=O)ObC_3-C_8$ cycloalkyl,
- 4) $(C=O)Ob$ aryl,
- 5) $(C=O)Ob$ heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2Ra , and
- 13) $(C=O)NRb_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R11, or

R12 and R13 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R11;

R^a is independently selected from: (C_1-C_6) alkyl, (C_3-C_6) cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R11;

R^b is independently selected from: H, (C_1-C_6) alkyl, aryl, heterocyclyl, (C_3-C_6) cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, $(C=O)aryl$, $(C=O)heterocyclyl$, $(C=O)NR^fR^f$ or $S(O)_2Ra$, optionally substituted with one, two or three substituents selected from R11;

R^c and R^{c'} are independently selected from: H, (C_1-C_6) alkyl, aryl, heterocyclyl and (C_3-C_6) cycloalkyl, optionally substituted with one, two or three substituents selected from R11; or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R11;

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)\text{alkyl}$, $(C_1\text{-}C_6)\text{alkoxy}$ and NR^b_2 , or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from N^e , O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

R^e is selected from: H and $(C_1\text{-}C_6)\text{alkyl}$, optionally substituted with one, two or three substituents selected from R^{11} ;

R^f and $R^{f'}$ are independently selected from: H, $(C_1\text{-}C_6)\text{alkyl}$, $-(C_1\text{-}C_6)\text{alkyl-OH}$, $-(C_1\text{-}C_6)\text{alkyl-O-}(C_1\text{-}C_6)\text{alkyl}$ and $-(C_1\text{-}C_6)\text{alkyl-N}(R^b)_2$, or

R^f and $R^{f'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

R^g is selected from: H, $(C_1\text{-}C_6)\text{alkyl}$, $-(C_1\text{-}C_6)\text{alkyl-OH}$, $-(C_1\text{-}C_6)\text{alkyl-O-}(C_1\text{-}C_6)\text{alkyl}$ and $-(C_1\text{-}C_6)\text{alkyl-N}(R^b)_2$.

4. The compound according to Claim 3 of the Formula II or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

R^1 is selected from:

- 1) $-(C=O)NR^cRC'$,
- 2) $-(C=O)C_1\text{-}C_{10}$ alkyl,
- 3) $-SO_2NR^cRC'$, and
- 4) $-SO_2C_1\text{-}C_{10}$ alkyl,

said alkyl, is optionally substituted with one, two or three substituents selected from R^{10} ;

R^2 is selected from:

- 1) aryl, and
- 2) heteroaryl,

said aryl and heteroaryl is optionally substituted with one or more substituents selected from R¹⁰;

R³ is selected from:

- 1) C₁-C₁₀ alkyl-O-Rg,
- 2) C₁-C₁₀ alkyl-NRfRf',

said alkyl and cycloalkyl are optionally substituted with one or more substituents selected from R¹⁰;

R⁴ and R⁵ are independently selected from:

- 1) H, and
- 2) C₁-C₁₀ alkyl,

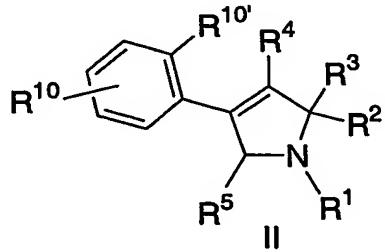
said alkyl is optionally substituted with one or more substituents selected from R¹⁰; and

R¹⁰, R^{10'}, R¹¹, R¹², R¹³, Ra, Rb, Rc, Rc' Rf, Rf' and Rg are as described in Claim 2.

5. The compound according to Claim 3 of the Formula II, or a pharmaceutically acceptable salt or stereoisomer thereof, wherein R² and R⁶ are independently selected from phenyl or pyridyl, optionally substituted with one or two substituents selected from R¹⁰.

6. The compound according to Claim 3 of the Formula II, or a pharmaceutically acceptable salt or stereoisomer thereof, wherein R² is phenyl, optionally substituted with one or two substituents selected from R¹⁰.

7. The compound according to Claim 1 of the formula II:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;
 m is 0, 1, or 2;
 r is 0 or 1;
 s is 0 or 1;

R¹ is selected from:

- 1) (C=O)C₁-C₁₀ alkyl,
- 2) (C=O)aryl,
- 3) (C=O)C₂-C₁₀ alkenyl,
- 4) (C=O)C₂-C₁₀ alkynyl,
- 5) (C=O)C₃-C₈ cycloalkyl,
- 6) (C=O)heterocyclyl,
- 7) (C=O)NR^cRC^c,
- 8) SO₂NR^cRC^c,
- 9) SO₂C₁-C₁₀ alkyl,
- 10) SO₂-aryl,
- 11) SO₂-heterocyclyl,
- 12) SO₂-C₃-C₈ cycloalkyl, and
- 13) P(=O)R^dR^d,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² is phenyl, optionally substituted with one or more substituents selected from R¹⁰;

R³ is selected from:

- 1) C₁-C₁₀ alkyl-O-Rg,
- 2) C₁-C₁₀ alkyl- NR^fR^f,

said alkyl is optionally substituted with one or more substituents selected from R¹⁰;

R⁴ and R⁵ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,

- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³, or
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R^{10'} is halogen;

R¹¹ is selected from:

- 1) (C=O)_rOs(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,

- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H, and
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a, and
- 19) S(O)₂N(R^b)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R12 and R13 are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R11, or

R12 and R13 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R11;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocycl, optionally substituted with one, two or three substituents selected from R11;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocycl, (C=O)NR^fR^f or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R11;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R11; or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R11;

R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or

R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 3-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R11;

R^e is selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R11;

R^f and R^{f'} are independently selected from: H, (C₁-C₆)alkyl, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂, or

R^f and R^{f'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^g is selected from: H, (C₁-C₆)alkyl, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂.

8. A compound selected from:

4-(2,5-Difluorophenyl)-2-(hydroxymethyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-(hydroxymethyl)-N-methyl-N-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-(methoxymethyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-[(2-hydroxyethoxy)methyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-[(2-Aminoethoxy)methyl]-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-({[2-(dimethylamino)ethyl]amino}methyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

3-{4-(2,5-Difluorophenyl)-1-[(dimethylamino)carbonyl]-2-phenyl-2,5-dihydro-1H-pyrrol-2-yl}prop-2-en-1-aminium;

2-(3-Hydroxypropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-(3-Aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-[3-(dimethylamino)propyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(1-hydroxyethyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

[4-(2,5-difluorophenyl)-2-phenyl-1-(piperidin-1-ylcarbonyl)-2,5-dihydro-1*H*-pyrrol-2-yl]methanol;

2-({[tert-butyl(dimethyl)silyl]oxy}methyl)-4-(2,5-difluorophenyl)-N-methyl-2-phenyl-N-piperidin-4-yl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-*N*-[1-(*N,N*-dimethylglycyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-*N*-[1-(morpholin-4-ylacetyl)piperidin-4-yl]-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-2-phenyl-*N*-piperidin-3-yl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

N-[1-(2,2-difluoroethyl)piperidin-4-yl]-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-*N*-[1-(2-hydroxyethyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

(2*S*)-4-(2,5-difluorophenyl)-*N*-[1-(2-fluoroethyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-*N*-{1-[(methylsulfonyl)methyl]piperidin-4-yl}-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-*N*-{1-[2-fluoro-1-(fluoromethyl)ethyl]piperidin-4-yl}-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

(2*S*)-*N*-(1-cyclopropylpiperidin-4-yl)-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

benzyl {4-[{[4-(2,5-difluorophenyl)-2-(hydroxymethyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]carbonyl}(methyl)amino]piperidin-1-yl}acetate;

{4-[{[4-(2,5-difluorophenyl)-2-(hydroxymethyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]carbonyl}(methyl)amino]piperidin-1-yl}acetic acid;

methyl {4-[{[4-(2,5-difluorophenyl)-2-(hydroxymethyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]carbonyl}(methyl)amino]piperidin-1-yl}acetate;

4-(2,5-difluorophenyl)-2-(methoxymethyl)-*N*-methyl-*N*-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydroxypropyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-{3-[(2,2-difluoroethyl)amino]propyl}-4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-{3-[(2,2-difluoroethyl)(methyl)amino]propyl}-4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-(3-aminopropyl)-4-(5-chloro-2-fluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-[3-(acetylamino)propyl]-4-(5-chloro-2-fluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(5-chloro-2-fluorophenyl)-*N,N*-dimethyl-2-{3-[(methylsulfonyl)amino]propyl}-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

methyl 3-{4-(5-chloro-2-fluorophenyl)-1-[(dimethylamino)carbonyl]-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl}propylcarbamate;

2-{3-[(aminocarbonyl)amino]propyl}-4-(5-chloro-2-fluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

3-{4-(2,5-difluorophenyl)-1-[(dimethylamino)carbonyl]-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl}propanoic acid;

2-(3-anilino-3-oxopropyl)-4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-(3-hydrazino-3-oxopropyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-[3-(hydroxyamino)-3-oxopropyl]-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-(2,2-difluoro-3-hydroxypropyl)-4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

2-(3-amino-2,2-difluoropropyl)-4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

4-(2,5-difluorophenyl)-2-[3-(dimethylamino)propyl]-*N*-methyl-2-phenyl-*N*-tetrahydro-2*H*-pyran-4-yl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

1-{4-(2,5-difluorophenyl)-2-[3-(dimethylamino)propyl]-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl}-2-methyl-1-oxopropan-2-ol;

3-[(2*S*)-1-[(2*S*)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl]-*N,N*-dimethylpropan-1-amine; and

(2*S*)-2-(3-amino-4,4-difluorobutyl)-4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. The compound according to Claim 8 which is selected from:

4-(2,5-Difluorophenyl)-2-(hydroxymethyl)-N-methyl-N-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

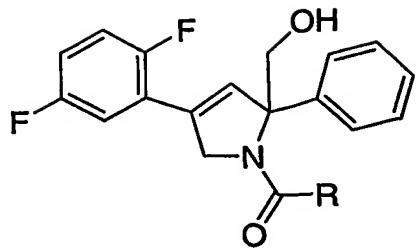
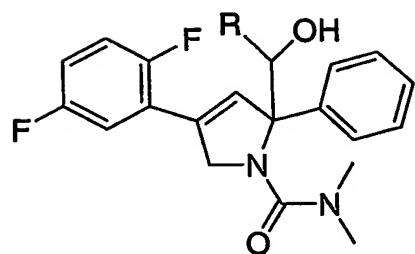
2-[(2-Aminoethoxy)methyl]-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

2-(3-Aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

4-(2,5-Difluorophenyl)-2-[3-(dimethylamino)propyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. The compound according to Claim 1 selected from:



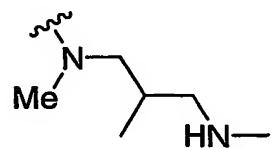
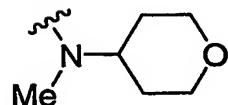
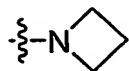
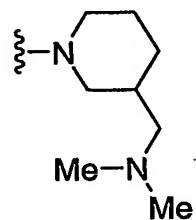
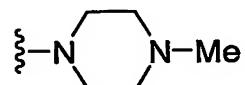
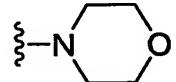
R

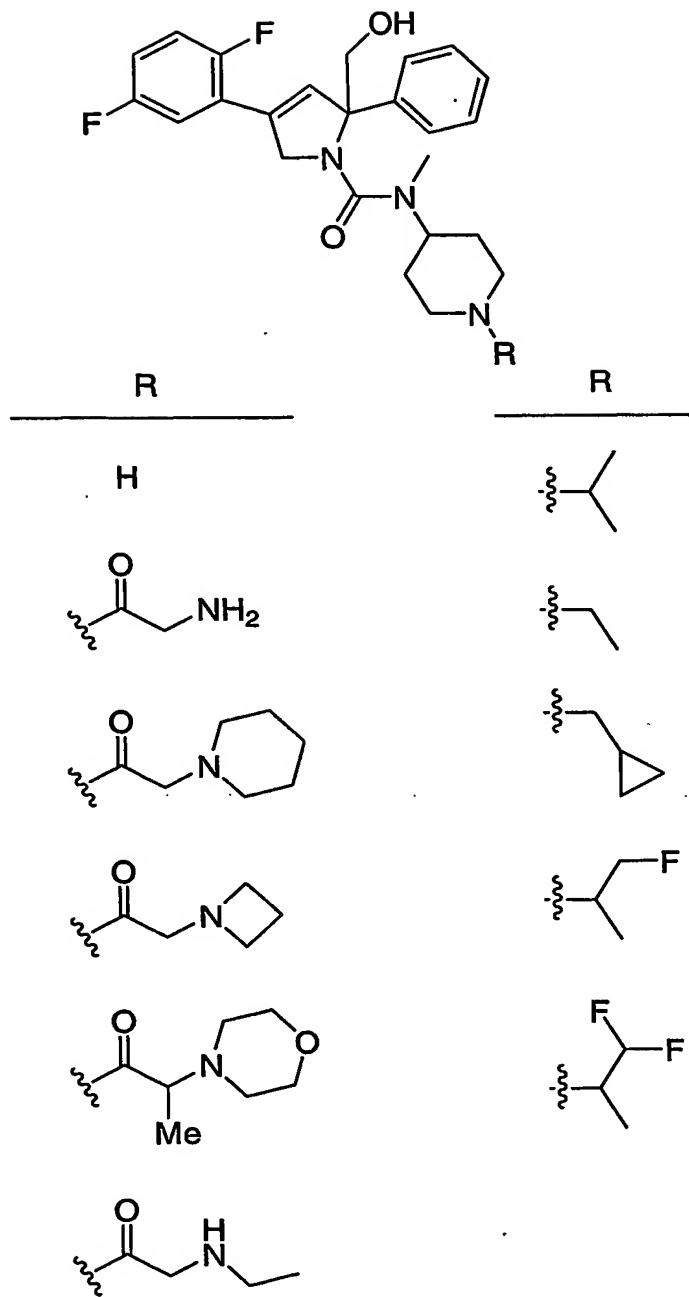
ethyl

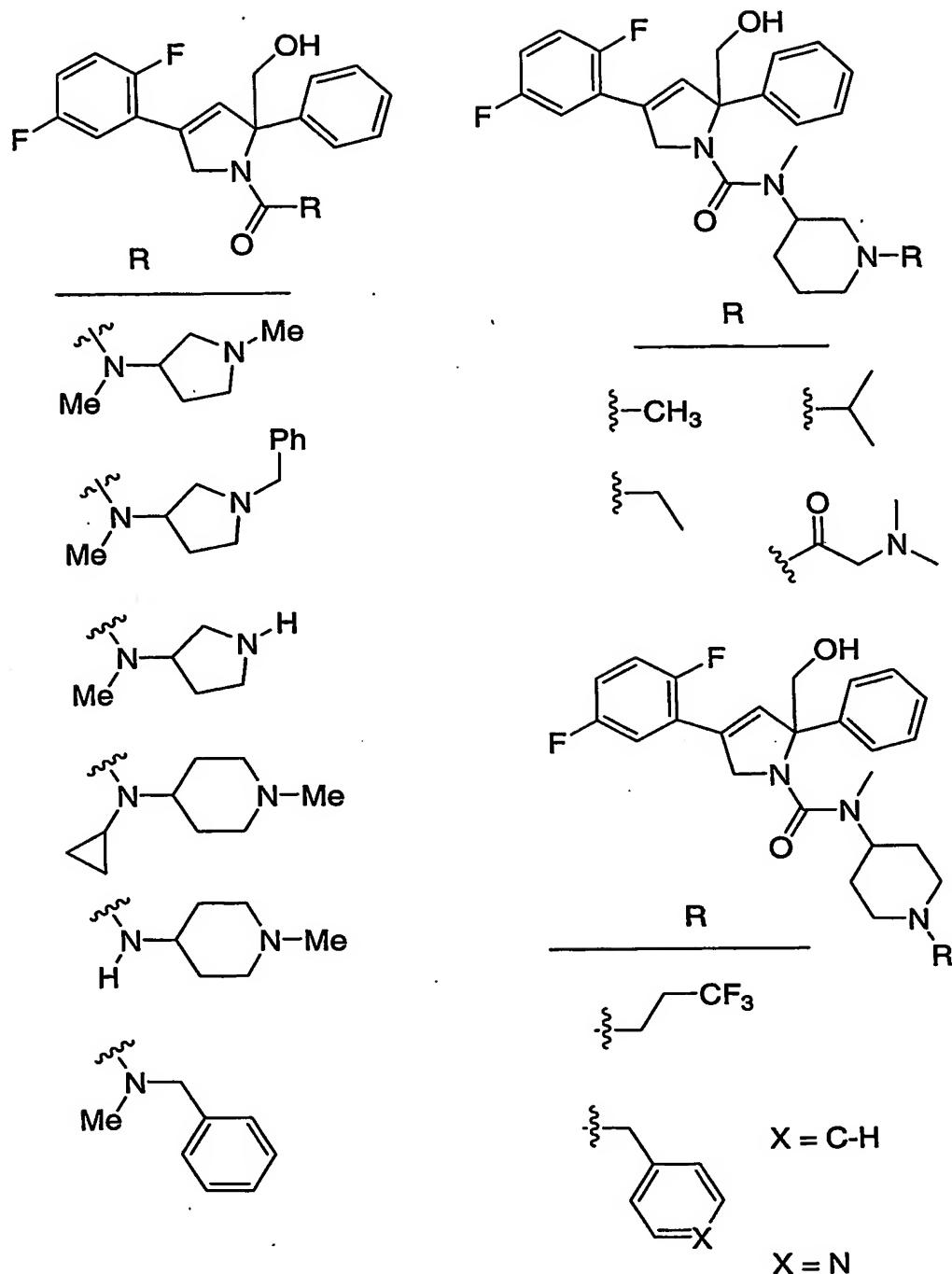
isopropyl

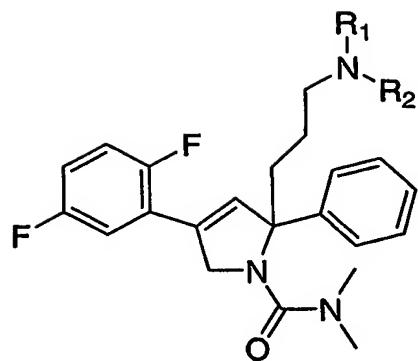
cyclopropyl

R

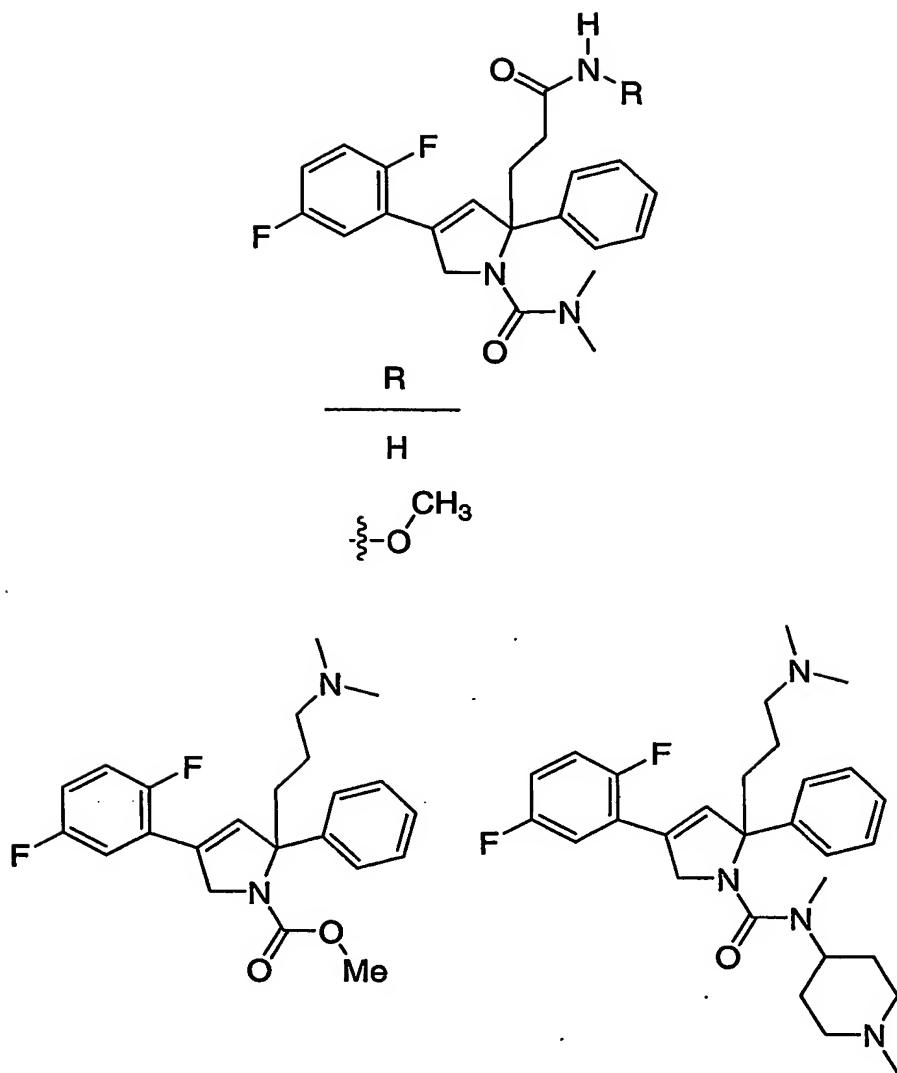








R_1	R_2	R_1	R_2
H		H	
H		H	
H		H	
H		CH_2CHF_2	
H		CH_2CHF_2	
H		H	
- $\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$			



or a pharmaceutically acceptable salt or stereoisomer thereof.

11. The compound according to Claim 1 selected from:

2-[(2-Aminoethoxy)methyl]-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide hydrochloride salt;

4-(2,5-Difluorophenyl)-2-({[2-(dimethylamino)ethyl]amino}methyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide bis TFA salt;

2-(3-Aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide hydrochloride salt;

4-(2,5-Difluorophenyl)-2-[3-(dimethylamino)propyl]-N,N-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide TFA salt;

4-(2,5-difluorophenyl)-*N*-[1-(glycyl)piperidin-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide TFA salt;

3-[(2*S*)-1-[(2*S*)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl]-*N,N*-dimethylpropan-1-amine bis-TFA salt;

3-[(2*R*)-1-[(2*S*)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-2-yl]-*N,N*-dimethylpropan-1-amine bis-TFA salt;

4-(2,5-difluorophenyl)-2-[3-(dimethylamino)propyl]-*N*-methyl-*N*-(1-methylpiperidin-4-yl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide bis-TFA salt;

4-(2,5-difluorophenyl)-2-[3-(ethylamino)propyl]-*N,N*-dimethyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide TFA salt;

4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-phenyl-2-{3-[(pyridin-4-ylmethyl)amino]propyl}-2,5-dihydro-1*H*-pyrrole-1-carboxamide bis-TFA salt; and

4-(2,5-difluorophenyl)-*N,N*-dimethyl-2-(3-{[(4-methyl-1*H*-imidazol-2-yl)methyl]amino}propyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide bis-TFA salt.

12. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

13. A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

14. A method of treating cancer or preventing cancer in accordance with Claim 13 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

15. A method of treating or preventing cancer in accordance with Claim 13 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

16. A process for making a pharmaceutical composition which comprises combining a compound of Claim 1 with a pharmaceutically acceptable carrier.

17. The composition of Claim 12 further comprising a second compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic/cytostatic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor, and
- 11) a PPAR- γ agonist,
- 12) a PPAR- δ agonists;
- 13) an inhibitor of cell proliferation and survival signaling, and
- 14) an agent that interferes with a cell cycle checkpoint.

18. The composition of Claim 17, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon- α , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillo, thalidomide, angiostatin, troponin-1, and an antibody to VEGF.

19. The composition according to Claim 12 further comprising a proteosome inhibitor.
20. The composition according to Claim 12 further comprising a aurora kinase inhibitor.
21. The composition according to Claim 12 further comprising a Raf kinase inhibitor.
22. The composition according to Claim 12 further comprising a serine/threonine kinase inhibitor.
23. The composition according to Claim 12 further comprising an inhibitor of another mitotic kinesin which is not KSP.
24. The composition of Claim 18, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.
25. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.
26. A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:
 - 1) an estrogen receptor modulator,
 - 2) an androgen receptor modulator,
 - 3) a retinoid receptor modulator,
 - 4) a cytotoxic/cytostatic agent,
 - 5) an antiproliferative agent,
 - 6) a prenyl-protein transferase inhibitor,
 - 7) an HMG-CoA reductase inhibitor,
 - 8) an HIV protease inhibitor,
 - 9) a reverse transcriptase inhibitor,
 - 10) an angiogenesis inhibitor,

- 11) PPAR- γ agonists,
- 12) PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

27. A method of treating cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic/cytostatic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) PPAR- γ agonists,
- 12) PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

28. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

29. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.

30. The method of Claim 29 wherein the GPIIb/IIIa antagonist is tirofiban.

31. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a COX-2 inhibitor.

32. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a proteosome inhibitor.

33. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an aurora kinase inhibitor.

34. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a Raf kinase inhibitor.

35. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a serine/threonine kinase inhibitor.

36. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an inhibitor of a mitotic kinesin that is not KSP.

37. A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1.

38. A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.